KEITH E. EGGLETON, State Bar No. 159842
DIANE M. WALTERS, State Bar No. 148136
KRISTIN A. DILLEHAY, State Bar No. 187257
L. DAVID NEFOUSE, State Bar No. 243417
WILSON SONSINI GOODRICH & ROSATI
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
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Attorneys for Defendants
S. DOUGLAS HUTCHESON, AMIN I. KHALIFA, GRANT A. BURTON, MICHAEL B. TARGOFF, JOHN D. HARKEY, JR., and ROBERT V. LaPENTA

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

HCL PARTNERS LIMITED PARTNERSHIP, on behalf of itself and all others similarly situated,

Plaintiff,

v.

LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, AMIN I. KHALIFA, GRANT A. BURTON, MICHAEL B. TARGOFF, JOHN D. HARKEY, ROBERT V. LaPENTA, AND PRICEWATERHOUSECOOPERS, LLP,

Defendants.

CASE NO.: 07-CV-2245-BTM

DECLARATION OF DIANE M. WALTERS IN SUPPORT OF INDIVIDUAL DEFENDANTS' MOTION TO DISMISS PLAINTIFFS' CONSOLIDATED CLASS ACTION COMPLAINT

Date: November 21, 2008
Time: 11:00 a.m.
Dept: 15

Before: Hon. Barry Moskowitz

KENT CARMICHAEL, Individually and On Behalf of All Others Similarly Situated,

Plaintiff,

v.

LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, AMIN I. KHALIFA, GRANT A. BURTON, MICHAEL B. TARGOFF, JOHN D. HARKEY, ROBERT V. LaPENTA, AND PRICEWATERHOUSECOOPERS, LLP,

Defendants.

CASE NO.: 08-CV-0128-BTM

I, Diane M. Walters, declare as follows:

1. I am an attorney with the law firm of Wilson Sonsini Goodrich & Rosati, Professional Corporation, and am counsel of record for Defendants S. Douglas Hutcheson, Amin I. Khalifa, Grant A. Burton, Michael B. Targoff, John D. Harkey, Jr., and Robert V. LaPenta (collectively, the "Individual Defendants"). I make this declaration in support of the Individual Defendants' Motion to Dismiss Plaintiffs' Consolidated Class Action Complaint. I have personal knowledge of the facts set forth herein and, if called as a witness, I could and would testify competently hereto.

2. Attached hereto as Exhibit A is a true and correct copy of Leap Wireless International, Inc.'s ("Leap") Form 8-K, filed with the Securities and Exchange Commission ("SEC") on September 7, 2007.

3. Attached hereto as Exhibit B is a true and correct copy of excerpts from Leap's Proxy Statement on Schedule 14A, filed with the SEC on April 6, 2007.

4. Attached hereto as Exhibit C are true and correct copies of SEC Forms 4 (S. Douglas Hutcheson), filed with the SEC on:

- June 21, 2005
- August 19, 2005
- December 30, 2005
- July 11, 2006
- December 29, 2006
- March 1, 2007
- May 24, 2007
- June 29, 2007.

5. Attached hereto as Exhibit D are true and correct copies of SEC Forms 4 (James D. Dondero), filed with the SEC on:

- May 25, 2007
- May 31, 2007
- June 8, 2007
- June 11, 2007
- June 13, 2007.

6. Attached hereto as Exhibit E are true and correct copies of SEC Forms 4 (Glenn T. Umetsu), filed with the SEC on:

- March 1, 2007
- March 28, 2007
- April 30, 2007
- May 29, 2007
- June 27, 2007
- July 30, 2007.

I declare under penalty of perjury that the foregoing is true and correct. Executed in Palo Alto, California on August 28, 2008.

/s/ Diane M. Walters
Diane M. Walters

EXHIBIT A

Table of Contents

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8–K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
Date of report (Date of earliest event reported): September 6, 2007

LEAP WIRELESS INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	**000–29752**	**33–0811062**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

10307 Pacific Center Court
San Diego, California 92121
(Address of Principal Executive Offices)

(858) 882–6000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8–K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a–12 under the Exchange Act (17 CFR 240.14a–12)
☐ Pre–commencement communications pursuant to Rule 14d–2(b) under the Exchange Act (17 CFR 240.14d–2(b))
☐ Pre–commencement communications pursuant to Rule 13e–4(c) under the Exchange Act (17 CFR 240.13e–4(c))

TABLE OF CONTENTS

- Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.
- Item 8.01. Other Events.
- Item 9.01. Financial Statements and Exhibits.

EXHIBIT INDEX
EXHIBIT 99.1

Table of Contents

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation Agreement with Amin Khalifa. On September 6, 2007, Leap Wireless International, Inc. (the "Company") and its wholly owned subsidiary Cricket Communications, Inc. ("Cricket") entered into a Resignation Agreement with Amin Khalifa, under which Mr. Khalifa resigned as the executive vice president and chief financial officer of the Company, Cricket and their domestic subsidiaries, effective as of September 6, 2007. This Resignation Agreement supersedes the offer letter entered into by Cricket and Mr. Khalifa as of July 19, 2006, and the Severance Benefits Agreement entered into by Cricket, the Company and Mr. Khalifa as of September 15, 2006. Under the Resignation Agreement, Mr. Khalifa will receive a severance payment of $590,625. Mr. Khalifa also relinquished all rights to any stock options, restricted stock and deferred stock unit awards from the Company. Mr. Khalifa has executed a general release as a condition to his receipt of the severance payment.

Appointment of S. Douglas Hutcheson as interim chief financial officer. Effective as of September 6, 2007, the Board of Directors of the Company has appointed S. Douglas Hutcheson as interim chief financial officer of the Company and Cricket. Mr. Hutcheson continues to serve as chief executive officer and president of the Company and Cricket.

Mr. Hutcheson, 51, has served as chief executive officer and president of the Company and Cricket since February 2005. Mr. Hutcheson previously served as president and chief financial officer of the Company and Cricket from January 2005 through February 2005, as executive vice president and chief financial officer from January 2004 through January 2005, and as senior vice president and chief financial officer from August 2002 to January 2004. Mr. Hutcheson also served as senior vice president, chief strategy officer of the Company from March 2002 to August 2002, as senior vice president, product development and strategic planning from July 2000 to March 2002, as senior vice president, business development from March 1999 to July 2000 and as vice president, business development from September 1998 to March 1999. From February 1995 to September 1998, Mr. Hutcheson served as vice president, marketing in the Wireless Infrastructure Division at Qualcomm Incorporated. Mr. Hutcheson holds a B.S. in mechanical engineering from California State Polytechnic University and an M.B.A. from University of California, Irvine. Since the date of the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 1, 2007, neither the Company nor any of its subsidiaries has entered into any transactions with Mr. Hutcheson of the sort described under Item 404(a) of Regulation S-K except for regular compensation in accordance with his employment agreement.

Item 8.01. Other Events.

On September 7, 2007, the Company issued a press release announcing that its Board of Directors will review the unsolicited proposal received on September 4, 2007 from MetroPCS Communications, Inc. to acquire the Company. The Company stated that its Board will make a determination regarding the proposal following its review. The Company further stated that, in connection with this matter, it is being advised by Goldman, Sachs & Co. and Jeffrey Williams & Co. LLC as financial advisors, and Wachtell, Lipton, Rosen & Katz and Latham & Watkins, LLP as legal advisors. A copy of the press release is attached as Exhibit 99.1 to this current report.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are filed herewith:

Exhibit No.	Description
99.1	Press Release dated September 7, 2007.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LEAP WIRELESS INTERNATIONAL, INC.

Date: September 7, 2007

By /s/ Robert J. Irving, Jr.

Name: Robert J. Irving, Jr.
Title: Senior Vice President and General Counsel

Table of Contents

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated September 7, 2007.

EXHIBIT 99.1

LEAP

Leap contacts:
Greg Lund, Media Relations
858–882–9105
glund@leapwireless.com
James Seines, Investor Relations
858–882–6084
jseines@leapwireless.com
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Matt Benson 415–618–8750
Sard Verbinnen & Co.

Leap to Review MetroPCS Proposal

~ Leap also Announces President and CEO Doug Hutcheson Assumes Interim CFO Role ~

SAN DIEGO — September 7, 2007 — Leap Wireless International, Inc. (NASDAQ: LEAP), a leading provider of innovative and value–driven wireless communications services, today announced that its Board of Directors will review the unsolicited proposal received on September 4 from MetroPCS Communications, Inc. (NYSE: PCS) to acquire all of Leap.

Leap's Board of Directors will make a determination regarding the proposal following completion of its review. In connection with this matter, Leap is being advised by Goldman, Sachs & Co. and Jeffrey Williams & Co. LLC as financial advisors, and Wachtell, Lipton, Rosen & Katz, and Latham & Watkins, LLP as legal advisors.

Separately, Leap announced that CFO, Amin Khalifa, has resigned from the company to pursue other interests. Leap CEO and President, Doug Hutcheson, will assume the additional duties of interim CFO, pending the naming of a successor to Mr. Khalifa. Hutcheson held the post of CFO at Leap from August 2002 to February 2005 when he was named CEO.

"I want to thank Amin for his contributions," Hutcheson said. "We believe the company has made good progress in the last year and is positioned for continued success. I wish Amin continued success in his future endeavors."

About Leap

Leap provides innovative, high–value wireless services to a fast–growing, young and ethnically diverse customer base. With the value of unlimited wireless services as the foundation of its business, Leap pioneered both the Cricket® and Jump Mobile™ services. The company and its joint ventures now operate in 23 states and hold licenses for 35 of the top 50 U.S. markets. Through its affordable, flat–rate service plans, Cricket offers customers a choice of unlimited voice, text, data and mobile Web services. Jump Mobile is a unique prepaid wireless service designed for the mobile–dependent, urban youth market. Headquartered in San Diego, Calif., Leap is traded on the NASDAQ Global Select market under the ticker symbol "LEAP." For more information, please visit www.leapwireless.com.

Leap is a U.S. registered trademark and the Leap logo is a trademark of Leap. Cricket is a U.S. registered trademark of Cricket. In addition, the following are trademarks of Cricket: Unlimited Access Plus, Unlimited Access, Unlimited Plus, Unlimited Classic, By Week, Jump, Travel Time, Cricket Clicks and the Cricket "K." All other trademarks are the property of their respective owners.

EXHIBIT B

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☑
Filed by a Party other than the Registrant ☐
Check the appropriate box:
☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a–6(e)(2))**
☑ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a–12

LEAP WIRELESS INTERNATIONAL, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
☑ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a–6(i)(1) and 0–11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0–11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0–11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

LEAP

10307 Pacific Center Court
San Diego, California 92121

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held on May 17, 2007

To the Stockholders of Leap Wireless International, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Leap Wireless International, Inc., a Delaware corporation ("Leap"), will be held at the Hyatt Regency La Jolla, 3777 La Jolla Village Drive, San Diego, California 92122, on Thursday, May 17, 2007, at 1:00 p.m. local time, for the following purposes:

1. To elect the following six directors to hold office until the next Annual Meeting of Stockholders or until their successors have been elected and have qualified:

James D. Dondero
John D. Harkey, Jr.
S. Douglas Hutcheson
Robert V. LaPenta
Mark H. Rachesky, M.D.
Michael B. Targoff

2. To approve the second amendment to the 2004 Stock Option, Restricted Stock and Deferred Stock Unit Plan, as amended, increasing the number of shares of Common Stock reserved for issuance thereunder from 4,800,000 to 8,300,000 shares, and the 2004 Stock Option, Restricted Stock and Deferred Stock Unit Plan, as amended to date, including the second amendment thereto.

3. To approve the Leap Wireless International, Inc. Executive Incentive Bonus Plan.

4. To ratify the selection of PricewaterhouseCoopers LLP as Leap's independent registered public accounting firm for the fiscal year ending December 31, 2007.

5. To transact such other business as may properly come before the Annual Meeting or any continuation, adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice.

The Board of Directors has fixed the close of business on March 20, 2007 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting and at any continuation, adjournment or postponement thereof.

By Order of the Board of Directors

S. Douglas Hutcheson
Chief Executive Officer and President

San Diego, California
April 6, 2007

ALL STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. A RETURN ENVELOPE (WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES) IS ENCLOSED FOR THAT PURPOSE. EVEN IF YOU HAVE GIVEN YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE MEETING, YOU MUST OBTAIN A PROXY ISSUED IN YOUR NAME FROM THE RECORD HOLDER.

Table of Contents

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table contains information about the beneficial ownership of our common stock for:

- each stockholder known by us to beneficially own more than 5% of our common stock;
- each of our directors;
- each of our named executive officers; and
- all directors and executive officers as a group.

The percentage of ownership indicated in the following table is based on 68,042,429 shares of common stock outstanding on March 20, 2007.

Information with respect to beneficial ownership has been furnished by each director and officer, and with respect to beneficial owners of more than 5% of our common stock, by Schedules 13D and 13G, filed with the SEC by them. Beneficial ownership is determined in accordance with the rules of the SEC. Except as indicated by footnote and subject to community property laws where applicable, to our knowledge, the persons named in the table below have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options or warrants held by that person that are currently exercisable or will become exercisable within 60 days after March 30, 2007 are deemed outstanding, while such shares are not deemed outstanding for purposes of computing percentage ownership of any other person.

5% Stockholders, Officers and Directors(1)	Number of Shares	Percent of Total
Entities affiliated with Highland Capital Management, L.P.(2)	4,685,081	6.9
MHR Institutional Partners II LP(3)	3,340,378	4.9
MHR Institutional Partners IIA LP(3)	8,415,428	12.4
T. Rowe Price Associates, Inc.(4)	3,747,100	5.5
James D. Dondero(5)(7)	4,715,045	6.9
Mark H. Rachesky, M.D.(6)(7)	11,792,170	17.3
John D. Harkey, Jr.(7)	12,264	*
Robert V. LaPenta(7)(8)	27,264	*
Michael B. Targoff(7)	38,597	*
S. Douglas Hutcheson(9)	163,024	*
Amin I. Khalifa(10)	35,000	*
Glenn T. Umetsu(11)	88,385	*
Albin F. Moschner(12)	75,858	*
Leonard C. Stephens(13)	39,380	*
All executive officers and directors as a group (12 persons)	17,045,886	25.1

* Represents beneficial ownership of less than 1.0% of the outstanding shares of common stock.

(1) Unless otherwise indicated, the address for each person or entity named below is c/o Leap Wireless International, Inc., 10307 Pacific Center Court, San Diego, California 92121.

(2) Consists of (a) 76,137 shares of common stock held by Highland Floating Rate Advantage Fund ("Highland Advantage"); (b) 76,137 shares of common stock held by Highland Floating Rate Limited Liability Company ("Highland LLC"); (c) 2,309,794 shares of common stock held by Highland Crusader Offshore Partners, L.P. ("Crusader"); (d) 190,342 shares of common stock held by Highland Loan Funding V, Ltd. ("HLF"); (e) 52,504 shares of common stock held by PAM Capital Funding, L.P. ("PAM Capital"); (f) 876,708 shares of common stock held by Highland Equity Focus Fund, L.P. ("Focus"), (g) 64,711 shares of common stock held by Highland CDO Opportunity Fund, Ltd. ("CDO Fund") and (h) 1,038,748 shares of common stock held in accounts for which Highland Capital Management, L.P. ("HCMLP") has investment discretion. HCMLP is the

Ex. B
10

investment manager for CDO Fund, Focus, Highland Advantage and Highland LLC, as well as the general partner of Crusader. Pursuant to certain management agreements, HCMLP serves as collateral manager for HLF, Legacy, and PAM Capital. Strand Advisors, Inc. ("Strand") is the general partner of HCMLP. Mr. Dondero is a director and the president of Strand. Mr. Dondero also serves as a director of Leap. HCMLP, Strand and Mr. Dondero expressly disclaim beneficial ownership of the securities described above, except to the extent of their pecuniary interest therein. The address for Strand, Focus, Highland Advantage, Highland LLC, Crusader, HCMLP and Mr. Dondero is Two Galleria Tower, 13455 Noel Road, Suite 1300, Dallas, Texas 75240. The address for HLF, Legacy, CDO Fund, and PAM Capital is P.O. Box 1093 GT, Queensgate House, South Church Street, George Town, Grand Cayman, Cayman Islands.

(3) Consists of (a) 3,340,378 shares of common stock held for the account of MHR Institutional Partners II LP, a Delaware limited partnership ("Institutional Partners II") and (b) 8,415,428 shares of common stock held for the account of MHR Institutional Partners IIA LP, a Delaware limited partnership ("Institutional Partners IIA"). MHR Institutional Advisors II LLC ("Institutional Advisors") is the general partner of Institutional Partners II and Institutional Partners IIA. In such capacity, Institutional Advisors may be deemed to be the beneficial owner of these shares of common stock. The address for this entity is 40 West 57th Street, 24th Floor, New York, New York 10019.

(4) These securities are owned by various individuals and institutional investors, for which T. Rowe Price Associates, Inc. (Price Associates) serves as investment adviser with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.

(5) Consists of the shares in footnote 2 above. Mr. Dondero is the president and a director of Strand Advisors, and as such, he may be deemed to be an indirect beneficial owner of these shares. Mr. Dondero disclaims beneficial ownership of the shares of common stock held by these entities, except to the extent of his pecuniary interest therein. The address for Mr. Dondero is Two Galleria Tower, 13455 Noel Road, Suite 1300, Dallas, Texas 75240.

(6) Consists of the shares in footnote 3 above. Dr. Rachesky is the managing member of Institutional Advisors and as such, he may be deemed to be a beneficial owner of these shares. Dr. Rachesky disclaims beneficial ownership of the shares of common stock held by these entities. The address for Dr. Rachesky is 40 West 57th Street, 24th Floor, New York, New York 10019.

(7) Includes vested shares issuable upon exercise of options, as follows: Mr. Dondero, 27,700 shares; Dr. Rachesky, 34,100 shares; Mr. Harkey, 10,000 shares; Mr. Targoff, 36,333 shares; and Mr. LaPenta, 10,000 shares. Also includes restricted stock awards which vest in three equal installments on May 18, 2007, 2008 and 2009, as follows: Mr. Dondero, 2,264 shares; Dr. Rachesky, 2,264 shares; Mr. Harkey, 2,264 shares; Mr. Targoff, 2,264 shares; and Mr. LaPenta, 2,264 shares.

(8) Includes 5,000 shares held by a corporation which is wholly owned by Mr. LaPenta. Mr. LaPenta has the power to vote and dispose of such shares by virtue of his serving as an officer and director thereof.

(9) Includes restricted stock awards for 72,000 shares which vest on June 17, 2008, restricted stock awards for 7,590 shares which vest on December 31, 2008, in each case subject to certain conditions and accelerated vesting, and restricted stock awards for 12,500 shares which vest on December 20, 2010, as described under "Executive Compensation — 2006 Equity Awards Under The 2004 Plan" and "Executive Compensation — Severance Arrangements." Also includes 32,201 shares issuable upon exercise of vested stock options.

(10) Includes restricted stock awards for 35,000 shares which vest on August 28, 2011, subject to certain conditions and accelerated vesting, as described under "Executive Compensation — 2006 Equity Awards Under The 2004 Plan" and "Executive Compensation — Severance Arrangements."

(11) Includes restricted stock awards for 61,784 shares which vest on February 28, 2008, subject to certain conditions and accelerated vesting, and restricted stock awards for 6,000 shares which vest on December 20, 2010, as described under "Executive Compensation — 2006 Equity Awards Under The 2004 Plan" and "Executive Compensation — Severance Arrangements." Also includes 8,213 shares issuable upon exercise of vested stock options.

(12) Includes restricted stock awards for 16,140 shares which vest on February 28, 2008 and restricted stock awards for 13,070 shares which vest on October 26, 2010, subject to certain conditions and accelerated vesting, and restricted stock awards for 6,000 shares which vest on December 20, 2010, as described under "Executive Compensation — 2006 Equity Awards Under The 2004 Plan" and "Executive Compensation — Severance Arrangements." Also includes 32,358 shares issuable upon exercise of vested stock options.

(13) Includes restricted stock awards for 19,973 shares which vest on February 28, 2008, subject to certain conditions and accelerated vesting, and restricted stock awards for 3,000 shares which vest on December 20, 2010, as described under "Executive Compensation — 2006 Equity Awards Under The 2004 Plan" and "Executive Compensation — Severance Arrangements." Also includes 4,517 shares issuable upon exercise of vested stock options.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Historically, we have reviewed potential related party transactions on a case–by–case basis. On March 8, 2007 the Board approved a "Related Party Transaction Policy and Procedures." Under the policy and procedures, the audit committee of the Board, or alternatively, those members of the Board who are disinterested, shall review the material facts of specified transactions for approval or disapproval, taking into account, among other factors that they deem appropriate, the extent of the related person's interest in the transaction and whether the transaction is fair to Leap and is in, or is not inconsistent with, the best interests of Leap and its stockholders. Transactions to be reviewed under the policy and procedures include transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (1) the aggregate amount involved will or may be expected to exceed $120,000 in any calendar year, (2) Leap or any of its subsidiaries is a participant, and (3) any (a) executive officer, director or nominee for election as a director, (b) greater than 5 percent beneficial owner of our common stock, or (c) immediate family member, of the persons referred to in clauses (a) and (b), has or will have a direct or indirect material interest (other than solely as a result of being a director or a less than 10 percent beneficial owner of another entity). Terms of director and officer compensation that are disclosed in proxy statements such as this document or that are approved by the Board or Compensation Committee and are not required to be disclosed in our proxy statement, and transactions where all holders of our common stock receive the same benefit on a pro rata basis, are not subject to review under the policy and procedures.

For a description of various transactions between Leap and certain affiliates of Dr. Mark H. Rachesky, our Chairman of the Board, and Mr. James D. Dondero, a director of Leap and the Chairman of Leap's Compensation Committee, see "Compensation Committee Interlocks And Insider Participation" set forth above in this proxy statement.

STOCKHOLDER PROPOSALS

To be included in our proxy statement, proposals of stockholders that are intended to be presented at our 2008 annual meeting must be received no later than December 4, 2007 and must satisfy the conditions established by the SEC for such proposals. However, if Leap changes the date of its 2008 annual meeting by more than thirty days from the anniversary date of the 2007 Annual Meeting, the deadline for proposals that stockholders wish to include in the proxy statement for the 2008 annual meeting will be a reasonable time before we begin to print and mail the proxy materials for that meeting.

A stockholder proposal that is not included in our proxy statement for the 2008 annual meeting will be ineligible for presentation at the meeting unless the stockholder gives timely notice of the proposal in writing to and otherwise complies with the provisions of our Bylaws. For a proposal to be timely, Article II, Section 8 of Leap's Amended and Restated Bylaws provides that we must have received the stockholder's notice not less than seventy days nor more than ninety days prior to the anniversary of our annual meeting, meaning between February 17, 2008 and March 8, 2008. In the event that the 2008 annual meeting is advanced by more than twenty days or delayed by more than seventy days from the anniversary date of the 2007 annual meeting, proposals that stockholders wish to present at the 2008 annual meeting must be received by Leap no earlier than the ninetieth day prior to the date of the 2008 annual meeting, nor later than the later of the seventieth day prior to such annual meeting date, or the date which is ten days after the day on which public announcement of the date of such meeting is first made.

EXHIBIT C

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * HUTCHESON STEWART D	2. Issuer Name and Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2005	_X_ Director ____ 10% Owner _X_ Officer (give title below) ____ Other (specify below) CEO & President
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/17/2005		A		90,000	A	$0.0001	90,010	D	
Common Stock (1)	06/17/2005		A		30,000	A	$0.0001	120,010	D	
Common Stock	06/17/2005		A		9,487	A	$0.0001	129,497	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships: Director	10% Owner	Officer	Other
HUTCHESON STEWART D 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121	X		CEO & President	

Explanation of Responses:

(1) The reporting person received an award of 30,000 deferred stock units pursuant to the Leap Wireless International, Inc. 2004 Stock Option, Restrcited Stock and Deferred Stock Unit Plan (the "2004 Plan"). Each deferred stock unit represents the reporting person's right to purchase one share of Leap Wireless International, Inc.'s ("Leap") common stock within thirty days following the earliest of (1) August 15, 2005, (2) the reporting person's termination of employment or service with Leap (or a subsidiary of Leap) or (3) the date immediately prior to a change in control (as defined in the 2004 Plan).

Signatures

By: Robert J. Irving, Jr., Attorney-in-Fact For: Stewart Douglas Hutcheson — 06/20/2005

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
HUTCHESON STEWART D	LEAP WIRELESS INTERNATIONAL INC [LEAP]	(Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 08/18/2005	_X_ Director ____ 10% Owner _X_ Officer (give title below) ____ Other (specify below) CEO & President
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock [(1)]	08/18/2005		S		11,623	D	$36.6851	117,874	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUTCHESON STEWART D 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121	X		CEO & President	

Explanation of Responses:

(1) Represents shares of the company's common stock sold by the reporting person from the shares distributed to the reporting person on August 18, 2005 under the deferred stock units previously issued to the reporting person. The shares that were sold had an aggregate value equal to the sums the reporting person was required to pay to satisfy federal, state and local withholding taxes in connection with the distribution of shares of the company's common stock pursuant to such deferred stock units.

Signatures

By: Laura Borda, Attorney–in–Fact For: Stewart Douglas Hutcheson — 08/19/2005

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Ex. C

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * HUTCHESON STEWART D	2. Issuer Name and Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 12/30/2005	_X_ Director ____ 10% Owner _X_ Officer (give title below) ____ Other (specify below) CEO & President
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/30/2005		J (1)	V	171	A	$29.138	118,045	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUTCHESON STEWART D 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121	X		CEO & President	

Explanation of Responses:

(1) Acquired under the Leap Wireless International, Inc. Employee Stock Purchase Plan in a transaction which is exempt under Rule 16b–3(c).

Signatures

By: Laura Borda, Attorney–in–Fact For: Stewart Douglas Hutcheson 12/30/2005

**Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * HUTCHESON STEWART D	2. Issuer Name **and** Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2006	_X_ Director ____ 10% Owner _X_ Officer (give title below) ____ Other (specify below) CEO & President
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/30/2006		J(1)	V	155	A	$32.198	118,200	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUTCHESON STEWART D 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121	X		CEO & President	

Explanation of Responses:

(1) Acquired under the Leap Wireless International, Inc. Employee Stock Purchase Plan in a transaction which is exempt under Rule 16b–3(c).

Signatures

By: Robert J. Irving, Jr., Attorney–in–Fact For: Stewart Douglas Hutcheson 07/11/2006

**Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * HUTCHESON STEWART D	2. Issuer Name and Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 12/29/2006	_X_ Director ____ 10% Owner _X_ Officer (give title below) ____ Other (specify below) CEO & President
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/29/2006		J(1)	V	123	A	$40.3325	130,823	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUTCHESON STEWART D 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121	X		CEO & President	

Explanation of Responses:

(1) Acquired under the Leap Wireless International, Inc. Employee Stock Purchase Plan in a transaction which is exempt under Rule 16b–3(c).

Signatures

By: Robert J. Irving, Jr., Attorney–in–Fact For: Stewart Douglas Hutcheson — 12/29/2006

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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Ex. C

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUTCHESON STEWART D
(Last) (First) (Middle)
10307 PACIFIC CENTER COURT
(Street)
SAN DIEGO, CA 92121
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LEAP WIRELESS INTERNATIONAL INC [LEAP]

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2007

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_X_ Director ____ 10% Owner
_X_ Officer (give title below) ____ Other (specify below)
CEO & President

6. Individual or Joint/Group Filing (Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2007	02/28/2007	S(1)		625	D	$67.3173	130,198	D	
Common Stock	02/27/2007	02/28/2007	S(1)		6,277	D	$67.3173	123,921	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUTCHESON STEWART D 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121	X		CEO & President	

Explanation of Responses:

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5–1 trading plan adopted by the reporting person on December 13, 2006.

Signatures

By: Robert J. Irving, Jr., Attorney–in–Fact For: Stewart Douglas Hutcheson — 03/01/2007

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * HUTCHESON STEWART D	2. Issuer Name **and** Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2007	__X__ Director _____ 10% Owner __X__ Officer (give title below) _____ Other (specify below) CEO & President
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2007		M		17,021	A	$26.55	140,942	D	
Common Stock	05/23/2007		S		17,021	D	$85.6096	123,921	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$26.55	05/23/2007		M			17,021	(1)	01/05/2015	Common Stock	17,021	$ 0	68,085	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUTCHESON STEWART D 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121	X		CEO & President	

Explanation of Responses:

(1) The option vests as to all the shares on January 5, 2008. The option is subject to acceleration of vesting of up to 30% of the total shares covered by the option in each of 2006 and 2007 upon the Company's announcement of its financial results for the previous fiscal year, if the Company meets certain performance goals in such previous fiscal year. The minimum vesting on the date of the financial resullts are reported for 2006 is 20% of the total shares covered by the Option.

Signatures

By: Robert J. Irving, Jr., Attorney–in–Fact For: Stewart Douglas Hutcheson — 05/24/2007

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
HUTCHESON STEWART D	LEAP WIRELESS INTERNATIONAL INC [LEAP]	(Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 06/29/2007	_X_ Director ____ 10% Owner _X_ Officer (give title below) ____ Other (specify below) CEO & President
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/29/2007		J(1)	V	98	A	$50.5495	124,019	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUTCHESON STEWART D 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121	X		CEO & President	

Explanation of Responses:

(1) Acquired under the Leap Wireless International, Inc. Employee Stock Purchase Plan in a transaction which is exempt under Rule 16b-3(c).

Signatures

By: Robert J. Irving, Jr., Attorney–in–Fact For: Stewart Douglas Hutcherson — 06/29/2007

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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EXHIBIT D

FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * DONDERO JAMES D	2. Issuer Name and Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 13455 NOEL ROAD, SUITE 800	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2007	_X_ Director ____ 10% Owner ____ Officer (give title below) ____ Other (specify below)
(Street) DALLAS, TX 75240 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock(1)(2)	05/23/2007		S		90,000(3)	D	$85.677	4,595,081	I	See Footnote(4)
Common Stock								32,864(5)(6)	D	
Common Stock(1)(2)	05/24/2007		S		3,000(7)	D	$85.1751	4,592,081	I	See Footnote(8)
Common Stock								32,864(5)(6)	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONDERO JAMES D 13455 NOEL ROAD, SUITE 800 DALLAS, TX 75240	X			

Explanation of Responses:

(1) Mr. Dondero may be deemed to be an indirect beneficial owner of shares of Common Stock beneficially owned and/or held by or for the account or benefit of Highland Floating Rate Advantage Fund ("Highland Advantage"), Highland Floating Rate Limited Liability Company ("Highland FR LLC"), Highland Crusader Offshore Partners, L.P. ("Crusader"), Highland Loan Funding V, Ltd. ("Loan Funding"), PAM Capital Funding, L.P. ("PAM Capital"), Highland Capital Management, L.P. ("Highland Capital"), Highland CDO Opportunity Fund, Ltd. ("CDO Fund"), and Highland Equity Focus Fund, L.P. ("Equity Fund"). However, with respect to the matters described herein, Mr. Dondero may not bind, obligate or take any action, directly or indirectly, on behalf of Highland Advantage and Highland FR LLC. Therefore, each of Highland Advantage and Highland FR LLC expressly disclaims membership in a group with Mr. Dondero.

(2) Mr. Dondero expressly disclaims beneficial ownership of shares of Common Stock beneficially owned and/or held by or for the account or benefit of Highland Advantage, Highland FR LLC, Crusader, Loan Funding, PAM Capital, Highland Capital, CDO Fund, and Equity Fund, except to the extent of the pecuniary interest of Mr. Dondero in such shares. Neither the filing of this statement nor anything herein shall be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this statement.

(3) On May 23, 2007, Loan Funding sold 90,000 shares.

(4) Includes the following number of shares beneficially owned directly by, and/or held by or for the account or benefit of, the person(s) indicated: (i) Highland Advantage – 76,137 shares; (ii) Highland FR LLC – 76,137 shares; (iii) Crusader – 2,309,794 shares; (iv) Loan Funding – 100,342 shares; (v) PAM Capital – 52,504 shares; (vi) CDO Fund – 64,711 shares; (vii) Equity Fund – 876,708 shares. Also includes 1,038,748 shares held in accounts for which Highland Capital has investment discretion.

(5) Includes (i) 21,900 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of March 11, 2005, January 1, 2006, and January 1, 2007;

(6) (ii) 7,500 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of January 1, 2006, January 1, 2007, and January 1, 2008; (iii) 1,200 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of January 1, 2006, January 1, 2007, and January 1, 2008; and (iv) 2,264 shares issued by the issuer to Mr. Dondero pursuant to the exercise of a restricted stock award dated May 18, 2006 at an exercise price of $0.0001 per share, with one–third of the aggregate shares under the award vesting on each of May 18, 2007, May 18, 2008, and May 18, 2009.

(7) On May 24, 2007, Loan Funding sold 3,000 shares.

(8) Includes the following number of shares beneficially owned directly by, and/or held by or for the account or benefit of, the person(s) indicated: (i) Highland Advantage – 76,137 shares; (ii) Highland FR LLC – 76,137 shares; (iii) Crusader – 2,309,794 shares; (iv) Loan Funding – 97,342 shares; (v) PAM Capital – 52,504 shares; (vi) CDO Fund – 64,711 shares; (vii) Equity Fund – 876,708 shares. Also includes 1,038,748 shares held in accounts for which Highland Capital has investment discretion.

Signatures

/s/ James D. Dondero 05/25/2007

**Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
DONDERO JAMES D	LEAP WIRELESS INTERNATIONAL INC [LEAP]	(Check all applicable)
(Last) (First) (Middle) 13455 NOEL ROAD, SUITE 800	3. Date of Earliest Transaction (Month/Day/Year) 05/29/2007	_X_ Director ____ 10% Owner ____ Officer (give title below) ____ Other (specify below)
(Street) DALLAS, TX 75240 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock [(1)(2)]	05/29/2007		A		1,210	A	$0.0001	34,074 [(3)(4)]	D	
Common Stock [(1)(2)]	05/30/2007		S		200,000	D	$84.8924	4,392,081	I	See Footnote [(1)]

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
***(e.g.*, puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONDERO JAMES D 13455 NOEL ROAD, SUITE 800 DALLAS, TX 75240	X			

Explanation of Responses:

(1) Mr. Dondero is the President and a director of the general partner of an entity that serves as an investment adviser and/or manager to other persons and may be deemed to beneficially own shares owned and/or held by and/or for the account and/or benefit of such persons. Mr. Dondero states that neither the filing of this statement nor anything herein shall be deemed an admission that Mr. Dondero is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement. Mr. Dondero disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of Mr. Dondero in such securities.

(2) Mr. Dondero may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Act. Mr. Dondero declares that neither the filing of this statement nor anything herein shall be construed as an admission that Mr. Dondero is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any group with respect to the issuer or any securities

of the issuer.

(3) Includes (i) 21,900 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of March 11, 2005, January 1, 2006, and January 1, 2007; (ii) 7,500 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of January 1, 2006, January 1, 2007, and January 1, 2008; (iii) 1,200 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of January 1, 2006, January 1, 2007, and January 1, 2008;

(4) (iv) 2,264 shares issued by the issuer to Mr. Dondero pursuant to the exercise of a restricted stock award dated May 18, 2006 at an exercise price of $0.0001 per share, with one–third of the aggregate shares under the award vesting on each of May 18, 2007, May 18, 2008, and May 18, 2009; and (v) 1,210 shares issued by the issuer to Mr. Dondero pursuant to the exercise of a restricted stock award dated May 29, 2007 at an exercise price of $0.0001 per share, with one–third of the aggregate shares under the award vesting on each of May 29, 2008, May 29, 2009, and May 29, 2010.

Signatures

/s/ James D. Dondero — 05/31/2007

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * DONDERO JAMES D	2. Issuer Name and Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 13455 NOEL ROAD, SUITE 800	3. Date of Earliest Transaction (Month/Day/Year) 06/06/2007	_X_ Director ___ 10% Owner ___ Officer (give title below) ___ Other (specify below)
(Street) DALLAS, TX 75240 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)(2)	06/06/2007		S		85,000	D	$83.5239	4,307,081	I	See Footnote (1)
Common Stock (1)(2)								34,074 (3)(4)	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONDERO JAMES D 13455 NOEL ROAD, SUITE 800 DALLAS, TX 75240	X			

Explanation of Responses:

(1) Mr. Dondero is the President and a director of the general partner of an entity that serves as an investment adviser and/or manager to other persons and may be deemed to beneficially own shares owned and/or held by and/or for the account and/or benefit of such persons. Mr. Dondero states that neither the filing of this statement nor anything herein shall be deemed an admission that Mr. Dondero is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement. Mr. Dondero disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of Mr. Dondero in such securities.

(2) Mr. Dondero may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Act. Mr. Dondero declares that neither the filing of this statement nor anything herein shall be construed as an admission that Mr. Dondero is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any group with respect to the issuer or any securities

of the issuer.

(3) Includes (i) 21,900 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non-qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one-third of the aggregate shares under the option vesting on each of March 11, 2005, January 1, 2006, and January 1, 2007; (ii) 7,500 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non-qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one-third of the aggregate shares under the option vesting on each of January 1, 2006, January 1, 2007, and January 1, 2008; (iii) 1,200 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non-qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one-third of the aggregate shares under the option vesting on each of January 1, 2006, January 1, 2007, and January 1, 2008;

(4) (iv) 2,264 shares issued by the issuer to Mr. Dondero pursuant to the exercise of a restricted stock award dated May 18, 2006 at an exercise price of $0.0001 per share, with one-third of the aggregate shares under the award vesting on each of May 18, 2007, May 18, 2008, and May 18, 2009; and (v) 1,210 shares issued by the issuer to Mr. Dondero pursuant to the exercise of a restricted stock award dated May 29, 2007 at an exercise price of $0.0001 per share, with one-third of the aggregate shares under the award vesting on each of May 29, 2008, May 29, 2009, and May 29, 2010.

Signatures

/s/ James D. Dondero — 06/08/2007

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * DONDERO JAMES D	2. Issuer Name and Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director ____ 10% Owner ____ Officer (give title below) ____ Other (specify below)
(Last) (First) (Middle) 13455 NOEL ROAD, SUITE 800	3. Date of Earliest Transaction (Month/Day/Year) 06/07/2007	
(Street) DALLAS, TX 75240 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock[(1)(2)]	06/07/2007		S		75,000	D	$83.2922	4,232,081	I	See Footnote[(1)]
Common Stock[(1)(2)]								34,074[(3)(4)]	D	
Common Stock[(1)(2)]	06/08/2007		S		140,000	D	$83.9334	4,092,081	I	See Footnote[(1)]
Common Stock[(1)(2)]								34,074[(3)(4)]	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONDERO JAMES D 13455 NOEL ROAD, SUITE 800 DALLAS, TX 75240	X			

Explanation of Responses:

(1) Mr. Dondero is the President and a director of the general partner of an entity that serves as an investment adviser and/or manager to other persons and may be deemed to beneficially own shares owned and/or held by and/or for the account and/or benefit of such persons. Mr. Dondero states that neither the filing of this statement nor anything herein shall be deemed an admission that Mr. Dondero is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement. Mr. Dondero disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of Mr. Dondero in such securities.

(2) Mr. Dondero may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Act. Mr. Dondero declares that neither the filing of this statement nor anything herein shall be construed as an admission that Mr. Dondero is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any group with respect to the issuer or any securities of the issuer.

(3) Includes (i) 21,900 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of March 11, 2005, January 1, 2006, and January 1, 2007; (ii) 7,500 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of January 1, 2006, January 1, 2007, and January 1, 2008; (iii) 1,200 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of January 1, 2006, January 1, 2007, and January 1, 2008;

(4) (iv) 2,264 shares issued by the issuer to Mr. Dondero pursuant to the exercise of a restricted stock award dated May 18, 2006 at an exercise price of $0.0001 per share, with one–third of the aggregate shares under the award vesting on each of May 18, 2007, May 18, 2008, and May 18, 2009; and (v) 1,210 shares issued by the issuer to Mr. Dondero pursuant to the exercise of a restricted stock award dated May 29, 2007 at an exercise price of $0.0001 per share, with one–third of the aggregate shares under the award vesting on each of May 29, 2008, May 29, 2009, and May 29, 2010.

Signatures

/s/ James D. Dondero	06/11/2007
**Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * DONDERO JAMES D	2. Issuer Name and Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 13455 NOEL ROAD, SUITE 800	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2007	__X__ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Street) DALLAS, TX 75240 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock[(1)(2)]	06/11/2007		S		40,000	D	$85.4526	4,052,081	I	See Footnote[(1)]
Common Stock[(1)(2)]								34,074[(3)(4)]	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONDERO JAMES D 13455 NOEL ROAD, SUITE 800 DALLAS, TX 75240	X			

Explanation of Responses:

(1) Mr. Dondero is the President and a director of the general partner of an entity that serves as an investment adviser and/or manager to other persons and may be deemed to beneficially own shares owned and/or held by and/or for the account and/or benefit of such persons. Mr. Dondero states that neither the filing of this statement nor anything herein shall be deemed an admission that Mr. Dondero is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities covered by this statement. Mr. Dondero disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of Mr. Dondero in such securities.

(2) Mr. Dondero may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Act. Mr. Dondero declares that neither the filing of this statement nor anything herein shall be construed as an admission that Mr. Dondero is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any group with respect to the issuer or any securities

of the issuer.

(3) Includes (i) 21,900 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of March 11, 2005, January 1, 2006, and January 1, 2007; (ii) 7,500 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of January 1, 2006, January 1, 2007, and January 1, 2008; (iii) 1,200 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non–qualified stock option dated March 11, 2005 at an exercise price of $26.51 per share, with one–third of the aggregate shares under the option vesting on each of January 1, 2006, January 1, 2007, and January 1, 2008;

(4) (iv) 2,264 shares issued by the issuer to Mr. Dondero pursuant to the exercise of a restricted stock award dated May 18, 2006 at an exercise price of $0.0001 per share, with one–third of the aggregate shares under the award vesting on each of May 18, 2007, May 18, 2008, and May 18, 2009; and (v) 1,210 shares issued by the issuer to Mr. Dondero pursuant to the exercise of a restricted stock award dated May 29, 2007 at an exercise price of $0.0001 per share, with one–third of the aggregate shares under the award vesting on each of May 29, 2008, May 29, 2009, and May 29, 2010.

Signatures

/s/ James D. Dondero	06/13/2007
**Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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EXHIBIT E

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * UMETSU GLENN T	2. Issuer Name and Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2007	____ Director ____ 10% Owner _X__ Officer (give title below) _____ Other (specify below) Executive VP and CTO
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2007	02/28/2007	S(1)		7,388	D	$67.3173	80,172	D	
Common Stock	02/28/2007		M(1)		8,212	A	$26.55	88,384	D	
Common Stock	02/28/2007		S(1)		8,212	D	$67.3173	80,172	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$26.55	02/28/2007		M(1)			8,212	(2)	01/05/2015	Common Stock	8,212	$ 0	76,894	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UMETSU GLENN T 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121			Executive VP and CTO	

Explanation of Responses:

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2006.

(2) The option vests as to all the shares on January 5, 2008. The option is subject to acceleration of vesting of up to 30% of the total shares covered by the option in each of 2006 and 2007 upon the Company's announcement of its financial results for the previous fiscal year, if the Company meets certain performance goals in such previous fiscal year.

Signatures

By: Robert J. Irving, Jr., Attorney-in-Fact For: Glenn T. Umetsu — 03/01/2007

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * UMETSU GLENN T	2. Issuer Name and Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 03/27/2007	____ Director ____ 10% Owner _X_ Officer (give title below) ____ Other (specify below) Executive VP and CTO
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/27/2007		S(1)		738	D	$67.2251	79,434	D	
Common Stock	03/27/2007		M(1)		821	A	$26.55	80,255	D	
Common Stock	03/27/2007		S(1)		821	D	$67.2251	79,434	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$26.55	03/27/2007		M			821	(2)	01/05/2015	Common Stock	821	$ 0	76,073	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UMETSU GLENN T 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121			Executive VP and CTO	

Explanation of Responses:

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2006.

(2) The option vests as to all the shares on January 5, 2008. The option is subject to acceleration of vesting of up to 30% of the total shares covered by the option in each of 2006 and 2007 upon the Company's announcement of its financial results for the previous fiscal year, if the Company meets certain performance goals in such previous fiscal year.

Ex. E

Signatures

By: Robert J. Irving, Jr., Attorney–in–Fact For: Glenn T. Umetsu — 03/28/2007

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * UMETSU GLENN T	2. Issuer Name and Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2007	____ Director ____ 10% Owner _X_ Officer (give title below) ____ Other (specify below) Executive VP and CTO
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/27/2007		S (1)		738	D	$79.1	78,696	D	
Common Stock	04/27/2007		M (1)		821	A	$26.55	79,517	D	
Common Stock	04/27/2007		S (1)		821	D	$79.1	78,696	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non–Qualified Stock Option (right to buy)	$26.55	04/27/2007		M			821	(2)	01/05/2015	Common Stock	821	$ 0	75,252	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UMETSU GLENN T 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121			Executive VP and CTO	

Explanation of Responses:

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5–1 trading plan adopted by the reporting person on December 13, 2006.

(2) The option vests as to all the shares on January 5, 2008. The option is subject to acceleration of vesting of up to 30% of the total shares covered by the option in each of 2006 and 2007 upon the Company's announcement of its financial results for the previous fiscal year, if the Company meets certain performance goals in such previous fiscal year.

Signatures

By: Robert J. Irving, Jr., Attorney–in–Fact For: Glenn T. Umetsu — 04/30/2007

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
UMETSU GLENN T
(Last) (First) (Middle)
10307 PACIFIC CENTER COURT
(Street)
SAN DIEGO, CA 92121
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LEAP WIRELESS INTERNATIONAL INC [LEAP]

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2007

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
_X_ Officer (give title below) _____ Other (specify below)
Executive VP and CTO

6. Individual or Joint/Group Filing (Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/24/2007		S(1)		738	D	$84.2411	77,958	D	
Common Stock	05/24/2007		M(1)		821	A	$26.55	78,779	D	
Common Stock	05/24/2007		S(1)		821	D	$84.2411	77,958	D	
Common Stock	05/29/2007		S(1)		1,478	D	$82.8438	76,480	D	
Common Stock	05/29/2007		M(1)		1,643	A	$26.55	78,123	D	
Common Stock	05/29/2007		S(1)		1,643	D	$82.8438	76,480	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non–Qualified Stock Option (right to buy)	$26.55	05/24/2007		M(1)			821	(2)	01/05/2015	Common Stock	821	$ 0	74,431	D	
Non–Qualified Stock Option (right to buy)	$26.55	05/29/2007		M(1)			1,643	(2)	01/05/2015	Common Stock	1,643	$ 0	72,788	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UMETSU GLENN T 10307 PACIFIC CENTER COURT			Executive VP and CTO	

SAN DIEGO, CA 92121				

Explanation of Responses:

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5−1 trading plan adopted by the reporting person on December 13, 2006.

(2) The option vests as to all the shares on January 5, 2008. The option is subject to acceleration of vesting of up to 30% of the total shares covered by the option in each of 2006 and 2007 upon the Company's announcement of its financial results for the previous fiscal year, if the Company meets certain performance goals in such previous fiscal year.

Signatures

By: Robert J. Irving, Jr., Attorney−in−Fact For: Glenn T. Umetsu 05/29/2007

**Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * UMETSU GLENN T	2. Issuer Name **and** Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 06/27/2007	____ Director ____ 10% Owner _X_ Officer (give title below) ____ Other (specify below) Executive VP and CTO
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/27/2007		M(1)		1,643	A	$26.55	78,123	D	
Common Stock	06/27/2007		S(1)		1,643	D	$81.6947	76,480	D	
Common Stock	06/27/2007		S(1)		1,478	D	$81.6947	75,002	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$26.55	06/27/2007		M			1,643	(2)	01/05/2015	Common Stock	1,643	$ 0	71,145	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UMETSU GLENN T 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121			Executive VP and CTO	

Explanation of Responses:

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2006.

(2) The option vests as to all the shares on January 5, 2008. The option is subject to acceleration of vesting of up to 30% of the total shares covered by the option in each of 2006 and 2007 upon the Company's announcement of its financial results for the previous fiscal year, if the Company meets certain performance goals in such previous fiscal year.

Signatures

By: Robert J. Irving, Jr., Attorney-in-Fact For: Glenn T. Umetsu | 06/27/2007

**Signature of Reporting Person | Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * UMETSU GLENN T	2. Issuer Name and Ticker or Trading Symbol LEAP WIRELESS INTERNATIONAL INC [LEAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 10307 PACIFIC CENTER COURT	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2007	___ Director ___ 10% Owner _X_ Officer (give title below) ___ Other (specify below) Executive VP and CTO
(Street) SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I – Non–Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/27/2007		M (1)		2,464	A	$26.55	77,466	D	
Common Stock	07/27/2007		S (1)		2,464	D	$88.3381	75,002	D	
Common Stock	07/27/2007		S (1)		2,218	D	$88.3381	72,784	D	

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$26.55	07/27/2007		M			2,464	(2)	01/05/2015	Common Stock	2,464	$ 0	68,681	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UMETSU GLENN T 10307 PACIFIC CENTER COURT SAN DIEGO, CA 92121			Executive VP and CTO	

Explanation of Responses:

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2006.

(2) The option vests as to all the shares on January 5, 2008. The option is subject to acceleration of vesting of up to 30% of the total shares covered by the option in each of 2006 and 2007 upon the Company's announcement of its financial results for the previous fiscal year, if the Company meets certain performance goals in such previous fiscal year.

Signatures

By: Robert J. Irving, Jr., Attorney-in-Fact For: Glenn T. Umetsu — 07/30/2007

**Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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